

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

United States Securities and Exchange
Commission,

Plaintiff,

V.

Marlon Quan, Acorn Capital Group, LLC
and Stewardship Investment Advisors,
LLC,

Defendants,

and

Asset Based Resource Group, LLC and
Florence Quan,

Relief Defendants.

Civil Action No.: 11-CV-723-ADM-JSM

**AFFIDAVIT OF COMPLETION
BY MICHAEL A. ROSOW**

[illegible]

I, Michael A. Rosow, being first duly sworn upon oath, state and allege as follows:

1. I am an attorney at the law firm of Winthrop & Weinstine, P.A.
2. I represent Asset Based Resource Group, LLC (“ABRG”) in the above-captioned matter.
3. I submit this Affidavit in connection with the Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss ABRG as a Relief Defendant issued by the United States District Court for the District of Minnesota (the “Court”) on December 15, 2011 (the “Prior Order”). [ECF No. 78.]

4. The Evidence of Transfer of Claim referenced in the Prior Order was filed with the Bankruptcy Court in *In re Petters Aviation, LLC*, Bankr. Court No. 08-bk-45136 (RJK) pursuant to paragraph 4a of the Prior Order. A true and correct copy of the Evidence of Transfer of Claim is attached hereto as Exhibit A.
5. A Notice of Transfer transferring Claim No. 20 and 21 in the Petters Aviation, LLC bankruptcy proceeding was delivered to Jay Salmen pursuant to paragraph 4b of the Prior Order. A true and correct copy of the Notice of Transfer to Jay Salmen is attached hereto as Exhibit B.
6. A Notice of Transfer of the claim held by ABRG against Petters Aircraft Leasing LLC was delivered to Doug Kelley pursuant to paragraph 4c of the Prior Order. A true and correct copy of the Notice of Transfer to Doug Kelley is attached hereto as Exhibit C.
7. As of December 20, 2011, ABRG had complied with paragraph 4 of the Prior Order.

FURTHER YOUR AFFIANT SAYETH NAUGHT.

s/Michael A. Rosow

Michael A. Rosow

Subscribed and sworn to before me
this 30th day of December, 2011.

s/ Theresa N. Cooke

Notary Public

My Commission Expires January 31, 2013

6549708v1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Bky. Case No. 08-45136 (RJK)

Petters Aviation, LLC,

Chapter 11

Debtor.

Evidence of Transfer of Claim

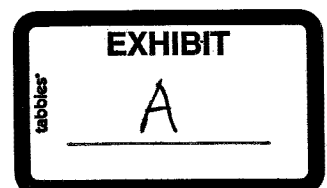
To: Clerk, United States Bankruptcy Court, District of Minnesota

Asset Based Resource Group, LLC, a limited liability company organized under the laws of the State of Connecticut, with offices located at 1177 High Ridge Road, Stamford, Connecticut 06905 ("ABRG"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally transferred and assigned to:

1. Garth Calow, as successor to Nigel Chatterjee, in his capacity as the court-appointed liquidator for Stewardship Credit Arbitrage Fund, Ltd. ("SCAF, Ltd.") 88.8691% of ABRG's interest in Claim No. 20 and 21 filed in the above-captioned bankruptcy proceeding (collectively, the "Claims"); and
2. The United States District Court for the District of Minnesota Registry of Court to be held for the benefit of Stewardship Credit Arbitrage Fund, LLC (the "Registry") 11.1309% of the Claims pursuant to the terms of the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78) (the "Registry").

ABRG hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer of claim:

1. As an unconditional transfer and assignment;
2. SCAF, Ltd. as the valid owner of 88.8691% of the Claims; and

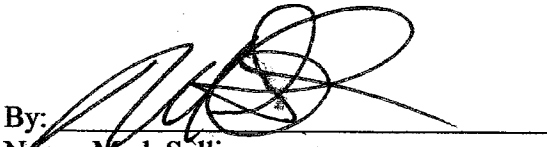


3. The Registry as the valid owner of 11.1309% of the Claims pursuant to the terms of the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78).

ABRG requests that all future notices and other communications regarding the Claims be made to SCAF, Ltd., the Registry and the United States Securities and Exchange Commission (to the attention of Timothy Leiman, Chicago Regional Office, 175 W. Jackson Blvd., Suite 900, Chicago, IL 60604, (312) 353-7390). ABRG also requests that all future payments and distributions be made to SCAF, Ltd. and the Registry. All payments and/or distributions made to the Registry shall be made according to the procedures identified in the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78).

Dated: December 7th, 2011

ASSET BASED RESOURCE GROUP, LLC

By: 

Name: Mark Sullivan

Title: Managing Member

6435055v3

NOTICE OF TRANSFER

December 19, 2011

Jay Salmen
Creditors' Trustee of the Creditors Trust
Established by the Petters Aviation, LLC
and Elite Landings, LLC Third Modified
Plan of Liquidation
P.O. Box 16352
St. Paul, MN 55116

Re: Claim No. 20 and 21 in the Petters Aviation, LLC Bankruptcy Proceeding

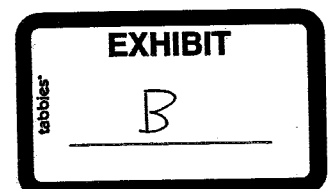
Asset Based Resource Group, LLC ("ABRG") wishes to advise you that ABRG has transferred all of its interest in Claim No. 20 and 21 (the "Claims") in the Petters Aviation, LLC bankruptcy proceeding, Case No. 08-45136 (RJK) as follows:

1. 88.8691% to Garth Calow, as successor to Nigel Chatterjee, in his capacity as the court-appointed liquidator for Stewardship Credit Arbitrage Fund, Ltd. ("SCAF, Ltd."); and
2. 11.1309% to the United States District Court for the District of Minnesota Registry of Court to be held for the benefit of Stewardship Credit Arbitrage Fund, LLC pursuant to the terms of the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78) (the "Registry").

ABRG hereby provides irrevocable instructions to pay SCAF, Ltd. and the Registry, their successors and assigns all payments, dividends and other distributions with respect to the Claims. All payments made to the Registry shall be made according to the procedures identified in the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78). These instructions may not be revoked, altered, amended, modified, waived or released without written consent of such payee.


Upon receipt of this Notice, we ask that you acknowledge that you have received this Notice of Transfer.

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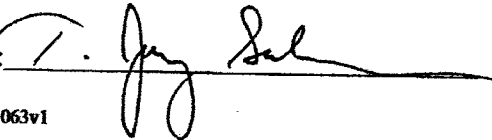
Dated: December ^{17th} 17, 2011

ASSET BASED RESOURCE GROUP, LLC

By: 
Name: Mark Sullivan
Title: Managing Member

Receipt Acknowledged:

**Jay Salmen, Creditors' Trustee of the
Creditors Trust Established by the
Petters Aviation, LLC and Elite
Landings, LLC Third Modified Plan of
Liquidation**

By: 
6401063v1

cc: James Rubenstein

NOTICE OF TRANSFER

December 19, 2011

Doug Kelley, in his capacity
as Receiver of Petters
Aircraft Leasing, LLC
431 S. Seventh St., Suite 2530
Minneapolis, MN 55415

Re: Claim held by Asset Based Resource Group against Petters Aircraft Leasing LLC

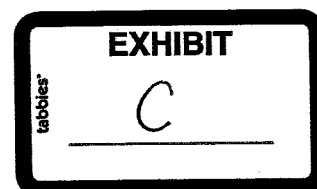
Asset Based Resource Group, LLC ("ABRG") wishes to advise you that ABRG has transferred all of its interest in the claim recognized and granted to it in paragraph 3 of the Amended and Restated Settlement Agreement and Mutual Release dated January 25, 2011 (the "Claim") as follows:

1. 45.7393% to Garth Calow, as successor to Nigel Chatterjee, in his capacity as the court-appointed liquidator for Stewardship Credit Arbitrage Fund, Ltd. ("SCAF, Ltd."); and
2. 54.2607% to the United States District Court for the District of Minnesota Registry of Court to be held for the benefit of Stewardship Credit Arbitrage Fund, LLC pursuant to the terms of the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78) (the "Registry").

ABRG hereby provides irrevocable instructions to pay SCAF, Ltd. and the Registry, their successors and assigns all payments, dividends and other distributions with respect to the Claims. All payments made to the Registry shall be made according to the procedures identified in the December 15, 2011 "Order Granting Motion for Leave to Deposit Funds with the Court and to Dismiss Asset Based Resource Group, LLC as a Relief Defendant" in SEC v. Quan, et al., No. 11-cv-723-ADM-JSM (D. Minn.) (Dkt. #78). These instructions may not be revoked, altered, amended, modified, waived or released without written consent of such payee.


Upon receipt of this Notice, we ask that you acknowledge that you have received this Notice of Transfer.

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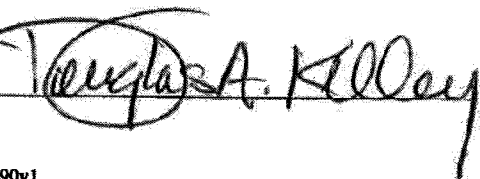
Dated: December 17th, 2011

ASSET BASED RESOURCE GROUP, LLC

By: 
Name: Mark Sullivan
Title: Managing Member

Receipt Acknowledged:

**Doug Kelley, in his capacity
as Receiver of Petters
Aircraft Leasing, LLC**

By: 

6437090v1

cc: Daryle Uphoff